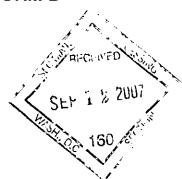
FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL									
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OMB Number:	3235-0076								
Expires:	April 30, 2008								
Estimated average									
hours per response									

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Prefix	Serial						
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hours per response

Name of Offering (check if this is a		•	3 ,		
SecurCare Portfolio Holdings, Ltd. I Filing Under (Check box(es) that apply Type of Filing: New Filing		Rule 505	Class B Limited Par ⊠ Rule 506	Section 4(6)	ULOE
	A, I	BASIC IDENTIFICA	ATION DATA		
 Enter the information requested abor 					
Name of Issuer (☐ check if this	is an amendment and nar	ne has changed, and ir	ndicate change.)		
SecurCare Portfolio Holdings, Ltd.					
Address of Executive Offices		Number and Street, Ci	ty, State, Zip Code)	Telephone Number (In	cluding Area Code)
9226 Teddy Lane, Suite 100, Lone				303-705-8000	
Address of Principal Business Operat	tions (I	Number and Street, Ci	ty, State, Zip Code)	Telephone Number (In	cluding Area Code)
(if different from Executive Offices) Brief Description of Business					
Type of Business Organization □ corporation □ business trust	☑ limited partners	thip, already formed	☐ Other (pleas	• •	07077277
Actual or Estimated Date of Incorporat	ion or Organization:	لـــــــــــــا لــــــــــا	⊠ Actual	☐ Estimated	PROCESSED SEP 19 2007 E
Jurisdiction of Incorporation or Organiz		da; FN for other forei		CO	ITUMSON
GENERAL INSTRUCTIONS					FINAIVCIAL
Federal: Who Must File: All issuers making an offering of se	curities in reliance on an exemption	n under Regulation D or Secti	on 4(6), 17 CIR 230.501 ci	seq. or 15 U.S.C. 77d(6).	
When To File: A notice must be filed no later than 1 the SEC at the address given below or, if received at	5 days after the first sale of securi- that address after the date on which	ties in the offering. A not ce h it is due, on the date it was r	is deemed filed with the U.S nailed by United States regis	S. Securities and Exchange Comm tered or certified mail to that addre	ission (SEC) on the earlier of the date it is reconsts.
Ukana ta Fila II S Samukia and Parkana Camai	ASO ISBN CARRA NIW W	himman D.C. 20640			

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filling must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filled with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of a curities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (5-05)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 9

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - · Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	. Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	☑ General and/or
Full Name (Last name first, if	individual)			<u> </u>	Managing Partner
,					
SecurCare Self Storage, Inc		ot City State Zie Code)			
Business or Residence Addres	ss (Number and Stre	et, City, State, Zip Code)			
9226 Teddy Lane, Suite 100					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Nordhagen, Arlen D.					
Business or Residence Addre	ss (Number and Stre	et, City, State, Zip Code)			
SecurCare Self Storage Inc	. 9226 Teddy I one	Suite 100, Lone Tree, CO &	R0124		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☑ Director	☐ General and/or
Full Name (Last name first, if	individual)			<u> </u>	Managing Partner
C P !!C					
Cramer, David G. Business or Residence Addres	Number and Stre	et City State 7in Code)	<u> </u>		
		Suite 100, Lone Tree, CO 8		54 P.	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	⊠ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	findividual)				
Hlibichuk, Justin D.					
Business or Residence Addre	ss (Number and Stre	et, City, State, Zip Code)			
CommCumo Co16 Commun. Tum	0226 Todda I	C.: 4. 100 I T CO	20124		
SecurCare Sen Storage, Inc. Check Box(es) that Apply:	Promoter	Suite 100, Lone Tree, CO § ☑ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Full Name (Last name first, if	individual)				Managing Partner
,	•				
SecurCare Management Pa	rtners, LLC	Cit. St 7:- C-4-)			
Business or Residence Addre	ss (Number and Sur	et, City, State, Zip Code)			
9226 Teddy Lane, Suite 100					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if	individual)				
Business or Residence Addre	ss (Number and Stre	et, City, State, Zip Code)			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
Full Name (Last name first, if	(individual)		.		Managing Partner
- was seemed (Lause Immed 11304) I	,,				
Business or Residence Addre	ss (Number and Stre	et City State Zin Code)			
Duanicas of Residence Addie	ss (runnoci and but	es, eny, diane, zap code,			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or
			- Ground Othor		Managing Partner
Full Name (Last name first, if	findividual)				
			·		
Business or Residence Addres	ss (Number and Stre	et, City, State, Zip Code)			

				В.	INFORMA'	TION ABO	UT OFFERI	NG				
		1 .1		1. 11 .	1*.			10			Yes	No
I. Has the	e issuer sold,	or does the										<u>53</u>
2. What is	s the minim	ım invectme					iling under U				. \$N/A	\
Z. Wilati	s the minim	mi investine	an that win	oc accepicu	nom any m	dividuai:	***************************************	••••••	• • • • • • • • • • • • • • • • • • • •	•••••	Yes	No
3. Does th	he offering p	ermit joint o	ownership o	of a single un	it?							כנ
	Enter the information required for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be											
							s of securitie SEC and/or					
							ed persons o					
	h the inform											
Full Name (I	Last name firs	t, if individua	d)									
Phillips Cap	ital Ina			•								
	Residence Ad	dress (Numbe	er and Street,	City, State, Z	ip Code)							
1610 Wynko	oop Street, Sui	te 500. Denvi	er CO 8020	2								
	sociated Broke		<u> </u>	<u> </u>								
States in Wh	ich Person Li	sted Has Solid	cited or Inten	ds to Solicit P	urchasers							
•	Il States" or cl		•			·····						All States
(AL) (IL)	[AK] [IN]	[AZ] [lA]	[AR] [KS]	X [CA] [KY]	X [CO] [LA]	(CT) [ME]	[DE] X [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	(HI) [MS]	[ID] [MO]
X [MT]	[NE]	[NV]	[NH]	[LN]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	X [SC]	[SD]	[TN]	X [TX]	נידין	[VT]	[VA]	X (WA)	[WV]	(WI)	[WY]	[PR]
Full Name (Last name firs	t, if individua	d)						· · ·			
Business or I	Residence Ad	dress (Numbe	er and Street,	City, State, Z	ip Code)		<u>-</u> -					
Name of Ass	sociated Broke	er or Dealer			· · ·							
States in Wh	ich Person Lis	sted Has Solid	cited or Inten-	ds to Solicit P	urchasers							
(Check "A	II States" or cl	neck individu	al States)		*******************	••••	***************************************	***************************************				All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	(CT)	[DE]	[DC]	(FL)	[GA]	[HI]	[ID]
(IL) (MT)	[IN] [NE]	(IA) [NV]	[KS] [NH]	[КҮ] [NЛ]	[L,A] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	(MO] [PA]
[RI]	[SC]	[SD]	[TN]	[TX]	່ເບຖ	[VT]	[VA]	[WA]	[wv]	[WI]	[WY]	[PR]
Full Name (Last name firs	t, if individua	d)									
Business or I	Residence Ad	dress (Numbe	er and Street,	City, State, Z	ip Code)							
Name of Ass	sociated Broke	er or Dealer							· · · · · ·			
States in Wh	nich Person Li	sted Has Solid	cited or Inten	ds to Solicit P	urchasers		<u></u>			•		
(Check "A	Il States" or cl	neck individu	al States)				***************************************	***************************************				🗀 All States
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	(FL) [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[MO] [PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

٠,	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box					
	and indicate in the columns below the amounts of the securities offered for exchange and already	/				
	exchanged.		Agaragata		Am	nount Already
	Type of Security	C	Aggregate Offering Price		Αμ	Sold
	Debt		0.00	\$. _	0.00
	Equity	<u>\$</u>	0.00			0.00
	□ Common □ Preferred					
	Convertible Securities (including Warrants)	\$	0.00	\$	i	0.00
	Partnership Interests	\$	17,000,000.00	\$	 	17,000,000.00
	Other (Specify)	\$	0.00	\$		0.00
	Total	\$	17,000,000.00	\$		17,000,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.					
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their	•				
	purchases on the total lines. Enter "0" if answer is "none" or "zero."	ľ				
						Aggregate
			Num		_	ollar Amount
			Inves			of Purchases
	Accredited Investors				36	\$17,000,000.00
	· · · · · · · · · · · · · · · · · · ·					0.00
	Non-accredited Investors		0	_	\$_	, ,
	Non-accredited Investors		0	_		
3	Total (for filings under Rule 504 only)	••••••	0	_	\$_	, ,
3.	Total (for filings under Rule 504 only)		0	_	\$_	,
3.	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		0	_	\$_ \$_	, ,
3.	Total (for filings under Rule 504 only)	 S t	0 N/A	_	\$_ \$_	N/A Dollar Amount Sold
3.	Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505	 S t	0 N/A	_	\$_ \$_	N/A Pollar Amount Sold 0.00
3.	Total (for filings under Rule 504 only)	 S t	Type of Security	_	\$_ \$_ D	N/A Dollar Amount Sold 0.00
3.	Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505	s t	Type of Security	_	\$ \$ E_	N/A Dollar Amount Sold 0.00 0.00
3.	Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505	s t	Type of Security 0.00 0.00	_	\$_ \$_ \$_ \$_	N/A Dollar Amount Sold 0.00
	Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505		Type of Security 0.00 0.00 0.00	_	\$_ \$_ \$_ \$_ \$_	N/A Dollar Amount Sold 0.00 0.00
	Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505		Type of Security 0.00 0.00 0.00	_	\$_ \$_ \$_ \$_ \$_	N/A Dollar Amount Sold 0.00 0.00
	Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505		Type of Security 0.00 0.00 0.00	_	\$_ \$_ \$_ \$_ \$_	N/A Dollar Amount Sold 0.00 0.00
	Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505		Type of Security 0.00 0.00 0.00	_	\$_ \$_ \$_ \$_ \$_	N/A Dollar Amount Sold 0.00 0.00
	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505	 s s e t	Type of Security 0.00 0.00 0.00	_	\$_ \$_ \$_ \$_ \$_	N/A Dollar Amount Sold 0.00 0.00
	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question I. Type of offering Rule 505	5 S S S S S S S S S S S S S S S S S S S	Type of Security 0.00 0.00 0.00		\$_ \$_ \$_ \$_ \$_	N/A Dollar Amount Sold 0.00 0.00 0.00
	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505	s s	Type of Security 0.00 0.00 0.00		\$_ \$_ \$_ \$_ \$_	N/A Dollar A.mount Sold 0.00 0.00 0.00 0.00
	Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505	s s t t	Type of Security 0.00 0.00 0.00		\$_ \$_ \$_ \$_ \$_	N/A Dollar Amount Sold 0.00 0.00 0.00 0.00
	Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505	55 t 	Type of Security 0.00 0.00 0.00		\$_ \$_ \$_ \$_ \$_	N/A Dollar Amount Sold 0.00 0.00 0.00 0.00 \$ 0.00 \$ 0.00 \$ 0.00 \$ 15,000,00
	Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505. Regulation A. Rule 504. Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. Printing and Engraving Costs Legal Fees. Accounting Fees.	S S S S S S S S S S S S S S S S S S S	Type of Security 0.00 0.00 0.00		\$_ \$_ \$_ \$_ \$_ \$_	N/A Dollar Amount Sold 0.00 0.00 0.00 \$ 0.00 \$ 0.00 \$ 0.00 \$ 0.00 \$ 0.00 \$ 0.00
	Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOIs. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505	s s t t	Type of Security 0.00 0.00 0.00 0.00		\$_ \$_ \$_ \$_ \$_ \$_	N/A Dollar Amount Sold 0.00 0.00 0.00 0.00 \$ 0.00 \$ 0.00 \$ 0.00 \$ 0.00 \$ 0.00 \$ 0.00 \$ 0.00
	Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505. Regulation A. Rule 504. Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. Printing and Engraving Costs Legal Fees. Accounting Fees. Engineering Fees. Sales Commissions (specify finders' fees separately)	s s t t	Type of Security 0.00 0.00 0.00 0.00		\$_ \$_ \$_ \$_ \$_ \$_ \$_	N/A Dollar Amount Sold 0.00 0.00 0.00 0.00 0.00 0.00 0.00 0.

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C -Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$<u>15,710,000.00</u> 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above. Payments to Officers, Directors & **Affiliates** Payments to Others Salaries and Fees × \boxtimes 0.00 Purchase of real estate..... × 0.00 \boxtimes 0.00Purchase, rental or leasing and installation of machinery and equipment \boxtimes 0.00 \times 0.00 Construction or lease of plant buildings and facilities..... 0.00 0.00 Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) \boxtimes 0.00 X Repayment of indebtedness 0.00 0.00 Working capital 15,710,000.00 0.00 Other (specify) \boxtimes 0.00 \boxtimes Column Totals 15,710,000.00 X Total Payments Listed (column totals added) **■** \$__15,710,000.00 D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature, //	Date
SecurCare Portfolio Holdings, Ltd.	(bil & lordhage	September 7, 2007
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Arlen D. Nordhagen	President of SecurCare Self Storage, Inc., its General Pa	artner

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

	E. STATES	GNATURE
1.	Is any party described in 17 CFR 230.262 presently subject to any of the of such rule?	
	See Appendix, Colum	n 5, for state response.
2.	2. The undersigned issuer hereby undertakes to furnish to any state admin 239.500) at such times as required by state law.	strator of any state in which this notice is filed, a notice on Form D (17 CFR
3.	3. The undersigned issuer hereby undertakes to furnish to the state adminis	trators, upon written request, information furnished by the issuer to offerees.
4.		nditions that must be satisfied to be entitled to the Uniform Limited Offering ands that the issuer claiming the availability of this exemption has the burden
	The issuer has ready this notification and knows the contents to be true and authorized person.	as duly caused this notice to be signed on its behalf by the undersigned duly
ls	Issuer (Print or Type) Signate	ire, O / A Date
S	SecurCare Portfolio Holdings, Ltd.	September 7, 2007
N	Name of Signer (Print or Type) Title of	Signer (Print or Type)
A	Arlen D. Nordhagen Presid	ent of SecurCare Self Storage, Inc., its General Partner

Instruction.

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2	2 3				4	5		
	se to n accre invest Sta (Part F	Type of security ntended to and aggregate sell offering price Type of investor and offered in state amount purchased in State (Part C-Item 1) (Part C-Item 2) nvestors in State Part B-Item 1)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
ΑZ		·			•			-	
AR									
CA		Х	Class A and Class B Limited Partnership Units \$17,000,000.00	1	\$125,000.00	-0-	-0-		Х
СО		х	Class A and Class B Limited Partnership Units \$17,000,000.00	43	S15,137,500.00	-0-	-0-		Х
СТ					·				
DE									
DC							-		
FL				·					
GA									
ні									
ID									
iL									
IN									
IA									
KS									
KY				<u>_</u>	——————————————————————————————————————				
LA									
ME									
MD		Х	Class A and Class B Limited Partnership Units \$17,000,000.00	1	\$250,000.00	-0-	-0-		Х
MA									
MI									

1	2	3	1		4		1	5		
	Intended to sell to non-accredited investors in State (Part B-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount p	Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
MN				•				,		
MS										
МО			1							
MT	х	Class A and Class B Limited Partnership Units \$17,000,000.00	ı	\$125,000.00	-0-	-0-		х		
NE				·						
NV										
NH				<u>'</u>						
NJ				,						
NM										
NY				•						
NC										
ND										
ОН				•						
ок										
OR				-						
PA										
Ri										
SC	х	Class A and Class B Limited Partnership Units \$17,000,000.00	2	\$375,000.00	-0-	-0-		х		
SD										
TN										
TX	х	Class A and Class B Limited Partnership Units \$17,000,000.00	1	\$250,000.00	-0-	-0-		х		
UT										
VT										
VA										
WA	Х	Class A and Class B Limited Partnership Units \$17,000,000.00	1	\$125,000.00	-0-	-0-		Х		

1	Intended to sell to non-accredited investors in State (Part B-Item	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				ification tte ULOE , attach ation of granted) -Item 1)
wv	1)						
WI							'
WY							
PR							